



Entered on Docket
June 29, 2007

A handwritten signature in cursive script, appearing to read "Linda B. Riegle", is written over a horizontal line.

Hon. Linda B. Riegle
United States Bankruptcy Judge

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**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA**

In re:

USA INVESTMENT PARTNERS, LLC

Debtor.

Case No.: 07-11821-LBR
Chapter 11

Date: June 22, 2007
Time: 1:30 p.m.

**FINDINGS OF FACT AND CONCLUSIONS OF LAW RE MOTION TO APPROVE
SETTLEMENT AGREEMENT PURSUANT TO FED. R. BANKR. P. 9019**

The Motion to Approve Settlement Agreement Pursuant to Fed. R. Bankr. Proc. 9019 ("Motion") filed by USA Investment Partners, a Nevada limited liability company ("Debtor"), having come on for hearing before this Court on June 22, 2007, Lisa M. Poulin, the Chapter 11 Trustee ("Trustee") for the Debtor having been represented by Gerald M. Gordon, Esq., of the law firm of Gordon & Silver, Ltd., and other appearances as duly noted on the record.¹

As orally set forth on the record, the Court considered the Motion and papers and

¹ Terms not otherwise defined herein, shall be as defined in the Settlement Agreement.

1 pleadings in support thereof, all oppositions thereto, the arguments of counsel, other pleadings,
 2 papers, documents, cases and precedents as orally identified by the Court on the record
 3 pertaining to this Case.

4 In accordance with Fed. Rules Civ. Proc. Rule 52, as adopted pursuant to Fed. R. Bankr.
 5 7052 made applicable by operation of Fed. R. Bankr. Proc. 9014, the Court has set forth orally
 6 and recorded in open court its findings of facts and conclusions of law in support of the Order
 7 Approving Motion to Approve Settlement Agreement Pursuant to Fed. R. Bankr. P. 9019
 8 (“Order”), and such findings and conclusions are incorporated herein. The Court enters these
 9 additional findings of fact and conclusions of law:

10 FINDINGS OF FACT

11 1. The Settlement Agreement, a copy of which is attached to the 9019 Motion, as
 12 Exhibit “A”, is the result of good faith, arms-length negotiation by the parties thereto.

13 2. The Disputes settled by the Settlement Agreement are complex. The continued
 14 prosecution and defense of the Disputes would necessarily be protracted and costly to the Estate.
 15 The eventual outcome of the Disputes is uncertain.

16 3. Notice of the Motion and the hearing on the Motion was proper and appropriately
 17 provided by the Debtor to its creditors, equity security holder(s) and all parties in interest in this
 18 Case.

19 4. Any Findings of Fact that are more properly described as Conclusions of Law shall be
 20 deemed Conclusions of Law.

21 CONCLUSIONS OF LAW

22 1. For the reasons and in reliance upon the Findings of Fact, the resolution of the
 23 Disputes within the scope of the Settlement Agreement is fair and reasonable and satisfies the
 24 standards of Fed. R. Bankr. P. 9019(a) and The Protective Comm. for Indep. Stockholders of
 25 TMT Trailer Ferry v. Anderson, 390 U.S. 414 (1958) and In re A&C Properties, 784 F.2d 1377
 26 (9th Cir. 1986).

27 2. Any Conclusions of Law that are more properly described as findings of Fact shall be

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1 deemed Findings of Fact.

2 Prepared And Submitted:

3 GORDON & SILVER, LTD.

4
5 By: 

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ERIC C. VAN, ESQ.
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9 **APPROVED/DISAPPROVED:**

10 GERRARD, COX & LARSEN

11 By: 

Douglas D. Gerrard, Esq.
Attorneys for Salvatore J. Reale

APPROVED/DISAPPROVED:

BECKLEY SINGLETON

12 By: _____

Anne Loraditch, Esq.
Attorneys for USA Capital Diversified
Trust Deed

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1 deemed Findings of Fact.

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